



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs

Bryan Fischer
Director
Listing Qualifications
(212) 306-2434

March 27, 2002

Ms. Krista M. Hughes
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

Cert AMEX

Dear Ms. Hughes:

This is to certify that on March 21, 2002 the American Stock Exchange, Inc. (the "Exchange") received from Magnum Hunter Resources, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following security:

Warrants to Purchase Common Stock

We further certify that the above-described security has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer

Bryan Fischer
Director
Listing Qualifications Department

cc: Herbert Scholl



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American Stock Exchange
86 Trinity Place
New York, NY 10006-1872
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